

DECLARATION OF HELLAR-ANN HANCOCK

I, HELLAR-ANN HANCOCK, declare as follows:

1. I am a partner with the law firm of Michelman & Robinson, LLP and am the attorney primarily responsible for handling the *Enodis Corporation v. Continental et. al.* action.
2. I have personal knowledge of the facts surrounding the present action and all facts herein stated. If called upon to testify, I could and would competently do so under oath as to the truth of the matters stated herein.
3. Attached hereto as Exhibit G is a true and correct copy of the Salah Complaint which was produced by Plaintiff, Enodis Corporation during this litigation.
4. Attached hereto as Exhibit H is a true and correct copy of the tender of the *Pearce v. Welbilt.* action to Wausau Insurance Company and Wausau's Agreement to defend the Pearce action. Both of these documents were produced by Plaintiff, Enodis Corporation during this litigation.
5. Attached hereto as Exhibit I is a true and correct copy of the Munger Tolles & Olsen letter to Defendants' dated 7/5/98 wherein they tender the defense of American Standard dba Trane to Defendants. This letter was produced by Continental Casualty during this litigation.
6. Attached hereto as Exhibit J is a true and correct copy of the 7/31/98 reservations of rights letter sent by Defendants' to Munger Tolles & Olsen accepting the defense of Trane pursuant to a reservation of rights. This letter was produced by Continental Casualty during this litigation.
7. Attached hereto as Exhibit L is a true and correct copy of the Second

Amended Complaint filed by Plaintiff, Enodis Corporation during this litigation.

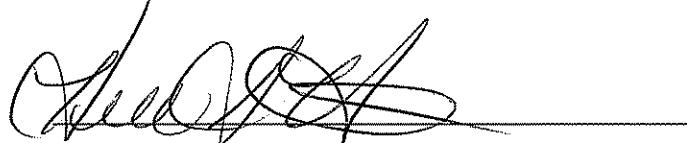
8. Attached hereto as Exhibit N is a true and correct copy of the Counterclaim filed by Defendants' during this litigation.
9. Attached hereto as Exhibit O is a true and correct copy of the Settlement Agreement entered into by Defendants', Wausau Insurance Company and the Trustee in the *Salah* action. This Settlement Agreement was produced by Defendants' in this litigation.
10. Attached hereto as Exhibit P are true and correct excerpts of the Deposition of Daniel Peterson taken in this litigation.
11. Attached hereto as Exhibit Q is a true and correct copy of Enodis' Responses to Requests for Admission propounded by Defendants' during this litigation.
12. Attached hereto as Exhibit R are true and correct excerpts of the Deposition of Andre Jardini taken in this litigation.
13. **INTENTIONALLY LEFT BLANK**
14. Attached hereto as Exhibit T are true and correct copies of letters written by Joseph Bainton to Defendants from 200 through 2004 in response to Defendants' requests for reimbursement. These letters were produced by Plaintiff during the course of this litigation.
15. Attached hereto as Exhibit W are the attorney fee and cost bills incurred by Defendants' in this litigation and paid by Defendants' in this litigation. The bills were redacted by my office for purposes of this brief. Original copies of the bills are available for the court's review upon request.
16. Attached hereto as Exhibit Y is a true and correct copy of a 6/26/01 letter from Joseph Bainton to Guy Webster from Lynberg & Watkins

1 acknowledging that Defendants' policies' were exhausted by the
2 settlement in Salah and asking Mr. Webster to confirm that his
3 clients (AIG) were going to "drop down" and defend the *Pearce*
4 action.

5 17. Attached hereto as Exhibit X are true and correct copies of the letters
6 sent by Defendants to Plaintiff responding to Bainton's inquiry about
7 the propriety of the bills. These letters were produced during the
8 course of the litigation and authenticated during the depositions of
9 Dan Peterson and Kathleen Swetlik.

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11 I declare under penalty of perjury the foregoing is true and correct.

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13 DATED: February 19, 2009



14 Hellar-Ann Hancock, Esq.

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